

FILED  
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UNITED STATE DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

----- x 2005 JAN 25 P 4: 29  
TODD FENNER, :  
 :  
 : U.S. DISTRICT COURT  
Plaintiff, : DISTRICT OF MASS.  
 : Civil Action  
 : No. 04-12375-RCL  
 :  
v. :  
 :  
 :  
ASPEN TECHNOLOGY, INC., LAWRENCE :  
EVANS, DAVID MCQUILLIN, LISA W. :  
ZAPPALA AND CHARLES KANE, :  
 :  
 :  
Defendants. :  
----- x

**DEFENDANTS ASPEN TECHNOLOGY, INC. AND CHARLES F. KANE'S RESPONSE TO THE MOTION FOR CONSOLIDATION, APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD AND LIAISON COUNSEL**

Defendants Aspen Technology, Inc. and Charles F. Kane (the "Defendants") hereby respond to the Operating Engineers Construction Industry and Miscellaneous Pension Fund (Local 66) and City of Roseville Employees' Retirement System's Motion for Consolidation, Appointment as Lead Plaintiff and Approval of Lead Plaintiff's Selection of Lead and Liaison Counsel dated January 10, 2005 (the "Motion"), as follows:

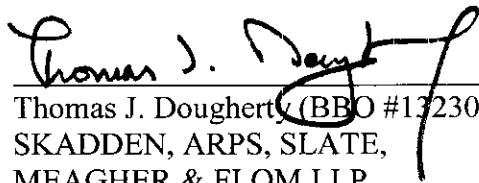
1. Defendants take no position concerning plaintiffs' Motion insofar as it seeks an order of consolidation, appointment of lead plaintiff, and approval of lead plaintiff's selection of lead and liaison counsel.
2. Defendants object to, and reserve their rights to dispute, the factual assertions made in the Memorandum of Law in Support of the Motion (at pp. 6-7) concerning plaintiff's alleged satisfaction of the requirements of Rule 23 of the Federal

Rules of Civil Procedure, including typicality and adequacy of the proposed representative.

3. Defendants object to, and reserve their rights to dispute, the factual assertions made in the Memorandum of Law in Support of the Motion (at pp. 2-3) concerning the Defendants.

Dated: January 25, 2005  
Boston, Massachusetts

Respectfully submitted,


  
Thomas J. Dougherty (BBO #132300)  
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MEAGHER & FLOM LLP  
One Beacon Street  
Boston, Massachusetts 02108  
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Counsel for Defendants Aspen Technology,  
Inc. and Charles F. Kane

**CERTIFICATE OF SERVICE**

I, M. Machua Millett, hereby certify that on January 25, 2005, I caused a true copy of the foregoing to be served upon all counsel of record herein.

Dated: January 25, 2005

  
M. Machua Millett